

UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF TEXAS

## DALLAS DIVISION

BERT BAUMAN, Derivatively on Behalf  
of TITANIUM METALS  
CORPORATION,

Plaintiff,

V.

HAROLD C. SIMMONS, BOBBY D. O'BRIEN, JAMES W. BROWN, STEVEN L. WATSON, GLENN R. SIMMONS, PAUL J. ZUCCONI, KEITH R. COOGAN, THOMAS P. STAFFORD, TERRY N. WORRELL, and CONTRAN CORPORATION,

Defendants,

-and-

TITANIUM METALS CORPORATION, a  
Delaware corporation,

Nominal Defendant.

Case No. 3:11-CV-3607

PARTIES' AGREED [PROPOSED] ORDER  
APPROVING ATTORNEYS' FEES  
SETTLEMENT

WHEREAS the settlement of this Action (and a related derivative action) was approved by the Delaware Chancery Court on January 10, 2013, as fair, reasonable, adequate, and in the best interests of the corporation;

WHEREAS the Delaware Chancery Court instructed Plaintiff's counsel to seek any award of attorneys' fees and expenses in this Court, not to exceed \$131,245.99 (the firm's lodestar and out-of-pocket expenses);

WHEREAS pursuant to the terms of the settlement, this Action was voluntarily dismissed on May 16, 2013, but the Court retained jurisdiction over the matter with respect to Plaintiff's counsel's attorneys' fees and expenses;

WHEREAS the parties to this Action have met and conferred and agreed that Defendants shall pay Plaintiff's counsel \$65,623 for Plaintiff's counsel's role in achieving the substantial benefits to the corporation provided for in the settlement, and the parties agree that such amount is appropriate, fair, and reasonable;

WHEREAS, on December 17, 2013, U.S. Magistrate Judge Irma C. Ramirez held a telephonic hearing regarding the agreed attorneys' fees and expenses, at which all parties appeared;

WHEREAS the U.S. Magistrate Judge has reviewed and considered all documents and evidence presented in support of the agreed attorneys' fees and expenses, including the transcript of the settlement fairness hearing held in the Delaware Chancery Court on January 9, 2013, and the parties' presentations at the December 17, 2013 hearing;

NOW, THEREFORE, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that:

1. The Court hereby approves the settlement reached by the parties providing for the payment of attorneys' fees and expenses in the amount of \$65,623 to Plaintiff's counsel in connection with the prosecution of this Action.

IT IS SO ORDERED.

12/19/13  
DATED

  
HONORABLE BARBARA M.G. LYNN  
U.S. DISTRICT JUDGE  
NORTHERN DISTRICT OF TEXAS

Submitted by:

ROBBINS ARROYO LLP

BAKER BOTTS L.L.P.

By: /s/ Shane P. Sanders

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By: /s/ David D. Sterling / by permission

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Terry N. Worrell, and Contran Corporation*